

RECORDATION NO. 22367 FILED

AUG 27 '99

3-30 PM

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OF COUNSEL  
URBAN A. LESTER

August 27, 1999

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of August 26, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Bank Austria Creditanstalt Holding Corporation  
2 Greenwich Plaza  
Greenwich, Connecticut 06830

Lessee: Northern Indiana Public Service Company  
5264 Holman Avenue  
Hammond, Indiana 46320

A description of the railroad equipment covered by the enclosed document is:

one hundred twenty (120) railcars bearing NORX reporting marks  
and road numbers 6000 through 6119, inclusive

Mr. Vernon A. Williams  
August 27, 1999  
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg  
Enclosures

**MEMORANDUM OF LEASE AGREEMENT**

AUG 27 '99

3-30 PM

This Memorandum of Lease Agreement is made and entered into as of August 27, 1999, by and between BANK AUSTRIA CREDITANSTALT HOLDINGS CORPORATION (hereinafter referred to as "Lessor") and NORTHERN INDIANA PUBLIC SERVICE COMPANY (hereinafter referred to as "Lessee"), respecting that certain Railcar Equipment Lease, dated as of August 27, 1999 (the "Lease"), and the Rider 1 thereto, dated August 27, 1999 ("Rider 1"), between Lessor and Lessee.

Pursuant to the provisions of the Lease and Rider 1, Lessor and Lessee hereby acknowledge and affirm that:

1. For good and valuable consideration, Lessor is leasing to Lessee and Lessee is leasing from Lessor one hundred twenty (120) Aluminum BethGon Coalporter railcars bearing NORX reporting marks within the series 6000-6119 inclusive (the "Railcars").
2. The term of the Lease for any Railcar under Rider 1 shall commence on August 27, 1999 and shall terminate on September 1, 2009, provided that the Lease may be sooner terminated as provided therein.
3. Lessor and Lessee further acknowledge and affirm that this Memorandum of Lease Agreement is not a summary of either the Lease or Rider 1 nor a complete recitation of the terms and provisions thereof. Accordingly, Lessor and Lessee hereby agree that in the event of a conflict between this Memorandum of Lease Agreement and the provisions of the Lease or Rider 1, the provisions of the Lease or Rider 1, as the case may be, shall control.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Lease Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written.

LESSOR:

BANK AUSTRIA CREDITANSTALT  
HOLDINGS CORPORATION

By: *M. Roy Gosse*  
Name: M. Roy Gosse  
Title: Vice President

By: *Arthur W. Seidel*  
Name: ARTHUR W. SEIDEL  
Title: VP

LESSEE:

NORTHERN INDIANA PUBLIC  
SERVICE COMPANY

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Lease Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written.

LESSOR:

BANK AUSTRIA CREDITANSTALT  
HOLDINGS CORPORATION

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

LESSEE:

NORTHERN INDIANA PUBLIC  
SERVICE COMPANY

By:  \_\_\_\_\_

Name: J.L. Godwin

Title: Vice President/General Manager  
Electric Supply

FROM

(FRI) 8.20'99 14:20/ST. 14:14/NO. 4800000869 P 39

STATE OF CONNECTICUT )  
 )  
COUNTY OF Fairfield ) SS:

On this 2<sup>nd</sup> of August, 1999, before me personally appeared Raymond Arthur Seidel to me personally known, who being duly sworn, says that he is a President of BANK AUSTRIA CREDITANSTALT HOLDINGS CORPORATION, a Delaware corporation, that said instrument was signed on behalf of said corporation by an officer duly authorized to sign said instrument, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Virginia A. Laversa  
Notary Public

[NOTARIAL SEAL]

My Commission Expires:

VIRGINIA A. LAVERSA  
NOTARY PUBLIC  
MY COMMISSION EXPIRES JAN. 31, 2001

STATE OF INDIANA )  
 )  
COUNTY OF \_\_\_\_\_ ) SS:

On this \_\_\_\_ of August, 1999, before me personally appeared \_\_\_\_\_, to me personally known, who being duly sworn, says that he is an \_\_\_\_\_ of NORTHERN INDIANA PUBLIC SERVICE COMPANY, an Indiana corporation, that said instrument was signed on behalf of said corporation by an officer duly authorized to sign said instrument, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

[NOTARIAL SEAL]

My Commission Expires:

STATE OF CONNECTICUT                    )  
  )  
COUNTY OF \_\_\_\_\_ )           SS:

On this \_\_\_\_ of \_\_\_\_\_, 1999, before me personally appeared \_\_\_\_\_, to me personally known, who being duly sworn, says that he is a \_\_\_\_\_ of BANK AUSTRIA CREDITANSTALT HOLDINGS CORPORATION, a Delaware corporation, that said instrument was signed on behalf of said corporation by an officer duly authorized to sign said instrument, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

[NOTARIAL SEAL]

My Commission Expires:

STATE OF INDIANA                        )  
  )  
COUNTY OF Lake )           SS:

On this 25<sup>th</sup> of August, 1999, before me personally appeared J. L. Godwin, to me personally known, who being duly sworn, says that he is an officer of NORTHERN INDIANA PUBLIC SERVICE COMPANY, an Indiana corporation, that said instrument was signed on behalf of said corporation by an officer duly authorized to sign said instrument, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Julie A. Shea  
Notary Public

[NOTARIAL SEAL]

My Commission Expires: 2/14/07